

## ORDINARY SHAREHOLDERS' MEETING OF APRIL 27, 2023

### REPORT OF THE BOARD OF DIRECTORS OF WEBUILD S.P.A. ON THE THIRD ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING. I.E.:

#### “3. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR THE 2023-2024-2025 PERIOD:

- 3.1 APPOINTMENT OF THREE STATUTORY AUDITORS AND TWO ALTERNATE AUDITORS.**
- 3.2 APPOINTMENT OF THE CHAIRPERSON OF THE BOARD OF STATUTORY AUDITORS**
- 3.3 DETERMINATION OF THE REMUNERATION OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS”.**

Dear Shareholders,

with the Shareholders' Meeting to approve the financial statements as at December 31, 2022, the term of office of the Board of Statutory Auditors will expire, which was appointed by the Shareholders' Meeting held on May 4, 2020 for the 2020-2021-2022 period.

You are therefore called to:

1. appoint three Statutory Auditors and two Alternate Auditors;
2. appoint the Chairperson of the Board of Statutory Auditors, among the Statutory Auditors elected from the minority;
3. determine the remuneration of the members of the Board of Statutory Auditors.

The new Board of Statutory Auditors will remain in force for three years: i.e. until the Shareholders' Meeting is called to approve the financial statements as at December 31, 2025.

Hereinafter, the information concerning the **appointment and replacement** of the members of the Board of Statutory Auditors of the Company foreseen by Article 30 of the Bylaws (please refer to it should you need further clarifications).

#### SCOPE

#### SUMMARY OF ARTICLE 30 OF THE COMPANY'S BYLAWS

<b>Composition</b>	The Board of Statutory Auditors is composed of <b>three Statutory Auditors and two Alternates</b> . With particular reference to the representation of minority shareholders and to the number and characteristics of the Statutory Auditors, the Issuer is not subject to further regulations except for what is foreseen by the Italian Civil Code and by the TUF. Outgoing Statutory Auditors may be re-elected.
<b>Requirements</b>	Members of the Board of Statutory Auditors must have the requirements foreseen by the law, our Bylaws and other applicable provisions, to be appointed and to remain in the role. <sup>1</sup>
<b>Modes of appointment</b>	<b>Vote by list.</b>
<b>Entitlement to submit a list</b>	<b>1%</b> of the share capital with the right to vote in the ordinary Shareholders' Meeting as foreseen by Consob Managerial Decision no. 76 of January 30, 2023 [ <b>reduced to 0.5%</b> for lists submitted according to the terms mentioned in the following Terms and modalities for submitting lists, number 2)].

<sup>1</sup> For the purposes of the provisions of Art. 1 paragraph 2, letters (b) and (c) and paragraph 3 of Italian Ministerial Decree March 30, 2000 no. 162, subjects (legal, economic, financial and technical-scientific) and fields functional to the fields of engineering, geology, construction of public and private works, building and construction in general are considered to be closely related to the scope of the Company's activities.

Pursuant to Recommendation 9 of the Corporate Governance Code " *All members of the control body meet the independence requirements set out in recommendation 7 for directors.*". On this point, the Company's Board of Directors, at the meeting of 12 March 2021, declined as follows the qualitative-quantitative independence requirements referred to in Rec. 7 letters c) and d), of the CG Code, such that:

(i) a Director is not independent if he/she, directly or indirectly (i.e. through subsidiaries or for companies for which he/she is an executive director, or a partner of a professional firm or a consulting company) has currently or has had any commercial, financial or professional relationships with the Company, one of its subsidiaries, or with its executive directors or top management. Or with a person who, even with others, through a shareholders' agreement, controls the Company, or with the related executive directors or top management, if the total value of such relationships is greater: (i) than 7% of the annual turnover of the legal person, organization or professional firm/consulting firm, of which the Director has control of or is an executive director or partner; or (ii) 7% of the annual income of the Director as a natural person or of the annual turnover generated directly by the Director in the context of the activity carried out in the "legal person", organization or professional firm/consultancy company, of which the Director has control or is an executive director or partner.

(ii) a Director who receives or has received, in the previous three financial years, from the Company, its subsidiary or parent company, an additional remuneration higher than Euro 250,000.00 annual cannot be considered to be independent.

SCOPE

SUMMARY OF ARTICLE 30 OF THE COMPANY'S BYLAWS

<b>Forming a list</b>	<p>Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of the TUF, the parent company, subsidiaries and jointly controlled entities pursuant to Article 93 of the TUF cannot submit or participate in the submission, not even through a third party or a trust company, of more than one list.</p> <p>Lists include candidates (who can be presented in one list, in order to be eligible) listed progressively according to legal and regulatory pro tempore provisions in force dealing with independence and gender equality. Lists have two sections: one for the candidate for the office of Statutory Auditor and one for the candidate for the office of Alternate Auditor. They shall include at least one candidate for each position and may comprise up to a maximum of three candidates for the office of Statutory Auditor and up to two for the office of Alternate Auditor. Lists that have a total number of candidates of three or more must contain candidates of both genders, so that a candidate to be appointed as Statutory Auditor and one to be appointed Alternate Auditor are part of the minority gender in the list. Lists come with the further documents required by the Bylaws.</p>
<b>Terms and modalities to submit a list</b>	<p>1) At least <b>25</b> (twenty-five) days before the day when the Shareholders' Meeting is held in first call: i.e. <b>by Sunday April 2, 2023</b>.</p> <p>2) In the event that only one list has been filed as of that date, i.e. only lists submitted by shareholders who are related to each other pursuant to Article 144-quinquies of the Issuers' Regulations, lists may be submitted until the third day following that date (i.e., by <b>Wednesday, April 5, 2023</b>) by shareholders whom, singly or with other shareholders, are in overall holders when the list is presented, of a participating share of at least 0.5% of the share capital with the right to vote in the Ordinary Shareholders' Meeting. The lists, accompanied by the information required by the relevant regulations and the Bylaws, must be filed by sending them, alternatively, to the following addresses: - certified e-mail: <a href="mailto:pec@pec.webuildgroup.com">pec@pec.webuildgroup.com</a>; - standard e-mail: <a href="mailto:corporateaffairs@webuildgroup.com">corporateaffairs@webuildgroup.com</a>.</p>
<b>How and when to publish a list</b>	<p>Lists will be made available to the public by depositing them at the registered office and on the website <a href="http://www.webuildgroup.com">www.webuildgroup.com</a>, in the "Governance - Shareholders' Meeting" Section, as well as at the 1Info storage mechanism (<a href="http://www.1info.it">www.1info.it</a>), within the legal deadlines, i.e., by <b>Thursday, April 6, 2023</b>.</p>
<b>Mode of election</b>	<p><b>Two Statutory Auditors and one Alternate</b> are drawn from the <b>list</b> that obtained the <b>highest number of votes</b> at the Meeting, according to the sequential order in which they are listed. From the <b>second list</b> that obtained the highest number of votes at the Shareholders' Meeting and that was submitted and voted for by parties not connected, even indirectly, to the reference shareholders, ("<b>Minority List</b>") <b>the remaining Statutory Auditor and the remaining Alternate</b> are drawn, according to the progressive order in which they are listed. Should there be a draw between the lists, please refer to the provisions of Art. 30 of the Bylaws. If the above methods do not ensure the composition of the Board of Statutory Auditors, with regard to its effective members, in accordance with the pro tempore regulations concerning the gender equality, the necessary replacements shall be made, within the candidates for the office of effective auditor from the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed. For the appointment of Statutory Auditors for any reason not appointed through the vote by list procedure, the Shareholders' Meeting shall resolve with the majorities prescribed by law, without prejudice to complying with the pro tempore regulations pertaining to gender equality.</p>
<b>Chairperson</b>	<p>The Chairperson of the Board of Statutory Auditors is the person listed first on the Minority List.</p>

For any further information not given above, please refer to Art. 30) of the Bylaws of Webuild S.p.A. available on the Company's website [www.webuildgroup.com](http://www.webuildgroup.com) in the "Governance - Bylaws" Section.

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With regard to the compensation of the Board of Statutory Auditors, the Board of Directors proposes to the shareholders, subject to their appropriate consideration, to set it at 150,000 euros per year, gross, for the Chairperson and 90,000 euros per year, gross, for the other Statutory Auditors.

All this being said, you are then called upon to appoint the new Board of Statutory Auditors and its Chairperson for the 2023-2025 three-year period based on the lists that will be presented in compliance with the provisions of the Bylaws, as well as to determine the relevant remuneration.

Rozzano, 16 March 2023

on behalf of the Board of Directors of Webuild S.p.A.  
The Chairman – Donato Iacovone